

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

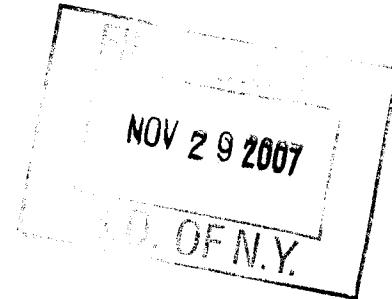
In re:

CALPINE CORPORATION, *et al.*

Debtors.

HSBC BANK USA, N.A., AS
INDENTURE TRUSTEE FOR THE 6%
CONVERTIBLE NOTES DUE 2014 AND
THE 4.75% CONVERTIBLE NOTES
DUE 2023,

x
:
:
:
x
x



Civil Case No. 07-7832 (JGK)

Plaintiffs,

- against -

CALPINE CORPORATION AND ITS
AFFILIATED DEBTORS AND
DEBTORS IN POSSESSION, OFFICIAL
COMMITTEE OF UNSECURED
CREDITORS OF CALPINE
CORPORATION, OFFICIAL
COMMITTEE OF EQUITY SECURITY
HOLDERS,

Defendants. x

**NOTICE OF APPEAL TO THE
UNITED STATES COURT OF APPEALS FOR THE SECOND CIRCUIT**

HSBC Bank USA, N.A., as Indenture Trustee for the 6% Convertible Notes Due 2014 and the 4.75% Convertible Notes Due 2023 ("HSBC"), by and through its attorney Kelley, Drye & Warren, LLP, plaintiff in the above-named case, hereby appeals to the United States Court of Appeals for the Second Circuit from the final judgment of the United States District Court for the Southern District of New York (the "District Court"), entered in this case on the 21st day of November, 2007 (the "District Court Order"), which affirmed the United States

Bankruptcy Court for the Southern District of New York's Order Granting Debtors' Limited Objection to Convertible Noteholder Claim Nos. 2404, 2821, 2823, 6247, 6249, 6280, 6299, and 6300, entered on August 10, 2007 (Docket No. 5595) (the "Bankruptcy Order") as to the final disallowance of the Conversion Right Claims (as defined in the District Court Order). Both the District Court Order and the Bankruptcy Court Order are attached hereto as Exhibits A and B, respectively.

The names of all the parties to the District Court Order appealed from and the names and addresses of their respective attorneys are as follows:

PLAINTIFF

- **HSBC Bank USA, N.A., as Indenture Trustee**

KELLEY DRYE & WARREN LLP
 101 Park Avenue
 New York, NY 10178
 Telephone: (212) 808-7800
 Facsimile: (212) 808-7897
 Sarah L. Reid
 David E. Retter
 Damon W. Suden
 Jennifer A. Christian

DEFENDANTS

- **Calpine Corporation and its affiliated debtors and debtors in possession**

KIRKLAND & ELLIS
 Citigroup Center
 153 East 53rd Street
 New York, NY 10022-4611
 Telephone: (212) 446-4800
 Facsimile: (212) 446-4900
 Richard M. Cieri
 Marc Kieselstein
 David R. Seligman
 Edward O. Sassower
 Stephen E. Hessler

- **Official Committee of Unsecured Creditors of Calpine Corporation, et al**

AKIN GUMP STRAUSS HAUER & FIELD LLP
590 Madison Avenue
New York, NY 10022-2524
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Michael S. Stamer
Lisa G. Beckerman
Philip C. Dublin
Shaya Rochester

- **Official Committee of Equity Security Holders**

FRIED, FRANK, HARRIS, SHRIVER & JACOBSON LLP
One New York Plaza
New York, NY 10004
Telephone: (212) 859-8000
Facsimile: (212) 859-4000
Brad Eric Scheler
Gary Kaplan
Michael de Leeuw
Adrian Feldman

ADDITIONAL PARTIES PERTINENT TO APPEAL

- **Aristeia Capital, L.L.C., Aurelius Capital Management, LP, Drawbridge Special Opportunities Advisors LLC, Ore Hill Hub Fund Ltd., Nisswa Master Fund Ltd., Pines Edge Value Investors Ltd., Pines Edge Value Investors L.P., Silver Sands Fund LLC, Stark Master Fund Ltd. and 3V Capital Management, LLC**

MILBANK, TWEED, HADLEY & MCCLOY LLP
One Chase Manhattan Plaza
New York, NY 10005
Telephone: (212) 530-5000
Facsimile: (212) 530-5219
Dennis F. Dunne (DD 7543)
Matthew S. Barr (MB 9170)
Andrew M. Leblanc (*pro hac vice*)

STUTMAN, TREISTER & GLATT, P.C.
1901 Avenue of the Stars, 12th Floor
Los Angeles, CA 90067
Telephone: (310) 228-5600
Facsimile: (310) 228-5788
Isaac M. Pachulski (*pro hac vice*)
Eric D. Winston (*pro hac vice*)
Whitman L. Holt (*pro hac vice*)

- **Manufacturers & Traders Trust Company, as Indenture Trustee**

YOUNG CONWAY STARGATT & TAYLOR, LLP
The Brandywine Building
1000 West Street
17th Floor
Wilmington, DE 19801
Telephone: (302) 571-6724
Facsimile: (302) 576-3456
Ian S. Fredericks

- **Brencourt Credit Opportunities Master, Ltd., Brencourt Multi-Strategy Enhanced Dedicated Fund, LP, Dillon Read U.S. Finance L.P., Dillon Read Financial Products Trading Ltd., Linden Capital L.P. and Ore Hill Hub Fund, Ltd.**

STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, NY 10038
Telephone: (212) 806-5400
Facsimile: (212) 806-6006
Kristopher M. Hansen
Erez Gilad

Dated: November 29, 2007

Respectfully submitted,

KELLEY DRYE & WARREN LLP

By: Sarah L. Reid
Sarah L. Reid
David E. Retter
Damon W. Suden
Jennifer A. Christian
101 Park Avenue
New York, NY 10178
Telephone: (212) 808-7800
Facsimile: (212) 808-7897

Attorneys for HSBC Bank USA, N.A., as
Indenture Trustee